

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

BENNU OIL & GAS, LLC, *et. al.*,¹

DEBTORS.

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CASE NO. 16-35930

JOINTLY ADMINISTERED

**TRUSTEE’S MOTION TO COMPROMISE CONTROVERSY WITH
GULF RESOURCE MANAGEMENT, INC. PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO: THE HONORABLE DAVID R. JONES UNITED STATES CHIEF BANKRUPTCY JUDGE:

Janet S. Northrup, the chapter 7 trustee (the “**Trustee**”) for the above-referenced jointly administered bankruptcy cases hereby files the *Trustee’s Motion to Compromise Controversy with Gulf Resource Management, Inc. Pursuant to Federal Rule of Bankruptcy Procedure 9019* (the “**Motion**”). In support of the Motion, the Trustee would respectfully submit as follows:

¹ The Debtors in these jointly administered chapter 7 cases are Bennu Oil & Gas, LLC (Case No. 16-35930), Bennu Blocker, Inc. (Case No. 16-35931), and Bennu Holdings, LLC (Case No. 16-35932).

I. INTRODUCTION

1. The Trustee seeks approval of a comprehensive compromise reached with Gulf Resource Management, Inc., together with any and all of its affiliates and related entities (“**Gulf Resource**”). Under the proposed compromise, the Trustee will receive payment in the amount of \$50,000.00 in exchange for the release of all claims and causes of action against Gulf Resource held by the bankruptcy estate of Bennu Oil & Gas, LLC (the “**Estate**”), including claims related to the alleged pre-petition preferential transfers to Gulf Resource from Bennu Oil & Gas, LLC in the amount of \$442,631.56.00. A detailed description of the proposed compromise is set forth below. **While the parties have agreed to the proposed compromise, the factual recitations set forth herein are solely those of the Trustee and are not necessarily agreed to by Gulf Resource.**

II. JURISDICTION AND VENUE

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

III. CORE PROCEEDING

3. This is a core proceeding under 28 USC § 157(b)(2)(A) and (O). Since this is a core proceeding, the Bankruptcy Court has constitutional authority to enter final orders regarding the Motion. Further, to the extent that the Court determines that it does not have authority to enter a final judgment on a portion of or the entire Motion, the Trustee requests that the Court issue a report and recommendation for a judgment to the United States District Court for the Southern District of Texas, Houston Division.

IV. BACKGROUND

4. On November 30, 2016 (the “**Petition Date**”), Bennu Oil & Gas, LLC (“**Bennu**” or the “**Debtor**”) and each of the affiliated debtors (collectively and together with Bennu, the “**Debtors**”) filed voluntary petitions for relief pursuant to chapter 7 of the Bankruptcy Code, thereby initiating the above-styled and subsequently jointly administered bankruptcy cases (the “**Cases**”).

5. Also on November 30, 2016, the Trustee was appointed to serve as the chapter 7 trustee in the Cases.

6. On January 26, 2017, the Trustee conducted the Debtors’ statutory 341 creditors meeting.

7. On February 8, 2017, Trustee filed the *Trustee’s Motion for Order Directing Joint Administration of Cases*, thereby requesting that the Cases be consolidated for administration purposes only (the “**Joint Administration Motion**”). [Case No. 16-35930, Docket No. 53]. On March 30, 2017, an order granting the Joint Administration Motion was entered thereby establishing that the Cases would thereafter be administered under Case No. 16-35930. [Case No. 16-35930, Docket No. 87].

8. Subsequent to her appointment, the Trustee began an investigation of the Debtors’ affairs, including, but not limited to, potentially avoidable preferential transfers. Among the potential preferential transfers identified by the Trustee were eleven (11) payments made from Bennu to Gulf Resource in the months of September, October, and November of 2016, which totaled \$442,631.56 (the “**Transfers**”). As a result of her investigation, it was determined that the Transfers are avoidable and recoverable pursuant to sections 547 and 550 of the Bankruptcy Code.

9. Thereafter, the Trustee's counsel sent a demand letter to Gulf Resource requesting that Gulf Resource return \$442,631.56 to the Trustee on account of the Transfers. Upon receipt of the Trustee's letter, Gulf Resource's counsel contacted the Trustee's counsel in an effort to resolve the matter.

10. Throughout the discussions, Gulf Resource has asserted defenses and its willingness to defend its positions. Nevertheless, the Trustee and Gulf Resource have explored various options for resolving the dispute without incurring the delays and expenses associated with litigation. After much negotiation and the exchange of various offers and subject to this Court's approval, the parties have reached a comprehensive agreement.

V. RELIEF REQUESTED

11. The parties, after having engaged in settlement discussions, have agreed to a comprehensive settlement agreement (the "**Settlement**") of which they now seek Bankruptcy Court approval. Subject to Bankruptcy Court approval pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure, the parties have agreed to enter into the Settlement thereby resolving all disputes between them related to the Transfers. The essential terms of the Settlement are as follows:

- i. Gulf Resource shall make three equal monthly payments that will total \$50,000.00 to the Trustee with the first payment due within 10 days after entry of an order approving the Settlement (the "**Settlement Payment**");
- ii. Upon the entry of an order approving the Settlement, any and all claims of any kind or nature whatsoever, known or unknown, pre- or post-petition, suspected, or unsuspected, fixed or contingent held by Gulf Resource, together with any and all of its affiliates and related entities and its past, present, or future agents, administrators, trustees, predecessors, successors, or assigns against the Trustee and/or the Estate, which are related to the Transfers, the Cases, or otherwise shall be released and forever discharged. Moreover, Gulf Resource shall waive the right to file any claim related to the Settlement Payment pursuant to section 502(h) of the Bankruptcy Code; and

- iii. Upon the Trustee's receipt of the Settlement Payment in good funds, and the Bankruptcy Court's approval of the Settlement, any and all claims of any kind or nature whatsoever, known or unknown, pre- or post-petition, suspected, or unsuspected, fixed or contingent held by the Trustee and/or the Estate against Gulf Resource, its past, present, or future agents, employees, shareholders, officers, directors, administrators, trustees, predecessors, successors, or assigns, which are related to the Transfers, the Cases, or otherwise shall be released and forever discharged.

VI. MERITS OF THE SETTLEMENT

12. The merits of a proposed compromise should be judged under the criteria set forth in *Protective Comm. for Indep. Stockholders of TMT Trailer Ferry, Inc. v. Anderson*, 390 U.S. 414 (1968). *TMT Trailer* requires that a compromise must be "fair and equitable." *TMT Trailer*, 390 U.S. at 424; *In re AWECO, Inc.*, 725 F.2d 293, 298 (5th Cir.), *cert. denied*, 469 U.S. 880 (1984). The term "fair and equitable" means that senior interests are entitled to priority over junior interests. *TMT Trailer*, 390 U.S. at 441; *AWECO*, 725 F.2d at 298.

13. In determining whether a proposed compromise is fair and equitable, a court should consider the following factors:

- i. the probabilities of ultimate success should the claim be litigated;
- ii. the complexity, expense, and likely duration of litigating the claim;
- iii. the difficulties of collecting a judgment rendered from such litigation; and
- iv. all other factors relevant to a full and fair assessment of the wisdom of the compromise.

TMT Trailer, 390 U.S. at 424. The Trustee believes that the proposed settlement satisfies the requirements established by the U.S. Supreme Court in *TMT Trailer*.

14. Although the Trustee bears the burden of establishing that the proposed compromise is in the best interest of the Estate, compromises are a normal part of the bankruptcy process and oftentimes a desirable and wise method of bringing to a close proceedings that are

otherwise lengthy, complicated, and costly. As such, the Trustee's burden is not high. *In re Shankman*, No. 08-36327, 2010 WL 743297, at *3 (Bankr. S.D. Tex. Mar. 2, 2010). The decision to approve a compromise lies within the Court's discretion, and the Court "need not conduct a mini-trial to determine the probable outcome of any claims waived in the settlement." *Id.* (quoting *In re Cajun Elec. Power Co-Op, Inc.*, 119 F.3d 349, 355 (5th Cir. 1997)). The Trustee "need only show that . . . [her] decision falls within the 'range of reasonable litigation alternatives.'" *Id.* (internal citations omitted).

15. The proposed settlement is fair, equitable, and in the best interest of the Estate and its creditors. Additionally, the proposed settlement is the product of arms-length bargaining and not of fraud or collusion. Accordingly, the Trustee believes that the proposed settlement satisfies the requirements established by the U.S. Supreme Court in *TMT Trailer*.

VII. ANALYSIS OF PROPOSED SETTLEMENT

A. PROBABILITIES OF ULTIMATE SUCCESS

16. The Trustee has undertaken an investigation of the facts and circumstances surrounding the Transfers, the various defenses available to Gulf Resource, and the relevant case law. Based upon this investigation, the Trustee has concluded that it is likely that certain of Gulf Resource's potential defenses are valid and they would likely substantially reduce any judgment obtained by the Trustee.

17. In order to successfully prosecute an avoidance action, the Trustee would be required to successfully demonstrate each of the elements of a preferential transfer under section 547 of the Bankruptcy Code. The Trustee recognizes that there is always risk associated with litigation.

18. After considering all of the positives and negatives of the Trustee's position, the Trustee has concluded that the proposed Settlement is a good result for the Estate. Through the

proposed Settlement and without incurring the legal fees and expenses associated with the litigation required to avoid the Transfers, the Trustee will be paid \$50,000.00 for the benefit of the Estate. Gulf Resource has asserted substantial contemporaneous exchange and ordinary course of business defenses that would significantly reduce the initial preference. Thus, in the Trustee's business judgment, the litigation risk associated with the avoidance of the Transfers is high. Accordingly, this factor supports the proposed compromise.

B. COMPLEXITY, EXPENSE, AND LIKELY DURATION

19. The issues involved with the prosecution of an adversary proceeding to avoid the Transfers would not be extremely complicated and would involve the Bankruptcy Code. The duration of the potential litigation would likely be no less than four (4) to six (6) months, with legal costs and expenses of approximately \$15,000.00 to \$35,000.00 through any trial of the matter. Ultimately, pursuing litigation would likely result in both sides incurring significant costs, with questionable benefit and uncertain results. Moreover, no allowance has been made for possible appeals or the fees associated with an expert witness. This factor supports approval of the proposed compromise.

C. DIFFICULTIES OF COLLECTION

20. The Trustee does not have serious concerns about the collectability of a judgment against Gulf Resource. However, given the request to make the Settlement Payment over time, the Trustee would assert this factor weighs in favor of approval of the proposed compromise.

D. OTHER FACTORS

21. The Trustee believes that the proposed Settlement is equitable and in the best interest of the Estate. By settling this matter, neither of the parties will expend any money litigating the dispute, which will minimize administrative expenses and allow for greater distributions to the creditors of the Estate.

VIII. CONCLUSION

22. For the reasons set forth herein, the Trustee respectfully requests the entry of an order approving the compromise and granting the Trustee such other relief, both at law and in equity, to which she may justly be entitled.

DATED: August 20, 2019.

Respectfully submitted,

HUGHES WATTERS ASKANASE, LLP

By: /s/ Heather McIntyre

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ATTORNEYS FOR PLAINTIFF,

JANET S. NORTHRUP, TRUSTEE

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the *Trustee's Motion to Compromise Controversy with Gulf Resource Management, Inc. Pursuant to Federal Rule of Bankruptcy Procedure 9019* was served on the parties shown on the attached service list either *via* electronic means as listed on the court's ECF noticing system or United States first class mail, postage prepaid, on August 20, 2019.

/s/ Heather McIntyre

Heather Heath McIntyre

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City of Lafayette
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Leland Falcon, Sheriff & E.O. Tax Collector
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Busbar
200 Clarendon Street, 55th Floor
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Opportunities Limited
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Credit Suisse Loan Funding III LP
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